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ACCOUNT NO. : 072100000032

REFERENCE : 392546 80558A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1997

ORDER TIME : 8:26 AM

ORDER NO. : 392546-005

100002180901--6

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.
WILLIAM R. SMITH, P.A.

Suite 300
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: H & H ELDER CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
97 MAY 16 AM 9:59
STATE
TALLAHASSEE

CS
5/16/97

ARTICLES OF INCORPORATION
OF
H & H ELDER CARE, INC.

FILED
SECRETARY OF STATE
CORPORATION DIVISION
JAN 11 1961

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be H & H Elder Care, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 128 S.E. 1st Place, Cape Coral, Florida 33990.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with elder care, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Marie Hinkson
128 S.E. 1st Place
Cape Coral, Florida 33990

Guy C. Hanson
6300 Southpointe Boulevard, #328
Fort Myers, FL 33919

THE UNDERSIGNED has executed these Articles of Incorporation this 6th day of May, 1997. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

William R. Smith
WILLIAM R. SMITH,
Incorporator and Registered Agent